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Co-Counsel for American Express Travel Related
Services Company, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC.,
et al.

Debtors.

BARCLAYS CAPITAL INC.,

Movant,

v.

AMERICAN EXPRESS TRAVEL RELATED
SERVICES COMPANY,

Respondent.

Chapter 11

Case No. 08-13555 (JMP)
(Jointly Administered)

SO ORDERED STIPULATION OF WITHDRAWAL OF COUNSEL

Pursuant to Local Bankruptcy Rule 2090-1(e) and Local Rule 1.4 of the United States District Court for the Southern District of New York, American Express Travel Related Services Company, Inc. (“AmEx”) and its counsel Dewey & LeBoeuf LLP (“Dewey & LeBoeuf” or the “Firm”), hereby stipulate and agree as follows:

1. Martin J. Bienenstock, Irena M. Goldstein and Donna L. Gordon of Dewey & LeBoeuf shall, upon entry of this Stipulation by the Court, withdraw their appearances as attorneys of record in this action.

2. AmEx did not seek to have a change of counsel in this matter but is consenting to this withdrawal subject to the conditions set forth herein and based upon the facts and circumstances represented to it by its counsel, Dewey & LeBoeuf, and set forth below.

3. The facts and circumstances forming the basis for this Stipulation for Withdrawal and upon which AmEx consents to the withdrawal, are stated by counsel for Dewey & LeBoeuf as follows:

- a. In October 2008, Dewey & LeBoeuf was asked by AmEx to represent it in connection with a dispute it had with Barclays Capital, Inc. (“Barclays”). The Firm performed a conflicts check and determined that Barclays was a current client of the Firm in a separate matter unrelated to the dispute with AmEx.
- b. At that time, the Firm believed the AmEx/Barclays dispute would be resolved through motion practice based on what the Firm believed to be essentially undisputed facts. Thus, the Firm advised Barclays about the representation and informed AmEx that it could assume the representation without any condition or limitation.
- c. In this proceeding Barclays has raised factual issues that have resulted in depositions and adversarial motions not anticipated at the outset.
- d. The Firm has determined that it cannot continue to represent AmEx in the AmEx/Barclays dispute against another current client of the Firm under these circumstances.

4. AmEx's consent to the Firm's withdrawal is conditioned upon the Court's granting a reasonable amount of time for substitution counsel to familiarize itself with the AmEx/Barclays dispute.

5. Notwithstanding the existence of any outstanding invoices in this matter, Dewey & LeBoeuf will fully cooperate with AmEx's new counsel in the prompt transfer of files in connection with the AmEx/Barclays dispute and in providing AmEx's new counsel with such assistance as reasonably necessary to adequately familiarize itself with the AmEx/Barclays dispute

6. The Stipulation, as so ordered by the Court, may be modified or amended only upon written agreement of the parties hereto or by order of the Court. The Court shall retain jurisdiction to interpret, modify and enforce this Stipulation, as so ordered by the Court, on written application with at least three (3) days prior written notice to the parties hereto. It is not required that any such application to interpret, modify or enforce this Stipulation, as so ordered by the Court, be made under seal.

SO ORDERED this 15th day of April, 2009.

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

Dated: New York, New York
April 9, 2009

DEWEY & LEBOEUF LLP

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**AMERICAN EXPRESS TRAVEL
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